

48-2e-1123 Approval of merger.

- (1) A plan of merger is not effective unless it has been approved:
 - (a) by a domestic merging limited partnership, by all the partners of the limited partnership entitled to vote on or consent to any matter; and
 - (b) in a record, by each partner of a domestic merging limited partnership that will have interest holder liability for debts, obligations, and other liabilities that arise after the merger becomes effective, unless:
 - (i) the partnership agreement of the limited partnership in a record provides for the approval of a merger in which some or all of its partners become subject to interest holder liability by the vote or consent of fewer than all the partners; and
 - (ii) the partner consented in a record to or voted for that provision of the partnership agreement or became a partner after the adoption of that provision.
- (2) A merger involving a domestic merging entity that is not a limited partnership is not effective unless the merger is approved by that entity in accordance with its organic law.
- (3) A merger involving a foreign merging entity is not effective unless the merger is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.

Enacted by Chapter 412, 2013 General Session